

# **The Hain Celestial Group, Inc. Compensation Committee Charter**

## **Organization**

The Board of Directors of The Hain Celestial Group, Inc. (the “*Company*”) shall designate annually, based upon the recommendation of the Nominating and Governance Committee, a Compensation Committee comprised of three or more Directors, who may be appointed and removed by the Board of Directors in its discretion. The members of the Compensation Committee shall be:

- “independent” as determined in accordance with the rules and regulations of the Nasdaq Stock Market, Inc. and, if determined applicable by the Board of Directors, the New York Stock Exchange;
- “Non-Employee Directors,” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934 (the “*Exchange Act*”);
- “outside directors” within the meaning of Rule 162(m) of the Internal Revenue Code of 1986;

and shall comply with all other applicable laws, rules, regulations, and requirements. The Compensation Committee shall report regularly to the Board of Directors.

A Chairman of the Compensation Committee shall be elected annually by the Board of Directors, based upon the recommendation of the Corporate Governance and Nominating Committee.

## **Purpose**

The purpose of the Compensation Committee is to (1) discharge the Board of Directors’ responsibilities relating to compensation of the Company’s directors and executive officers and (2) prepare an annual report on executive compensation for inclusion in the Company’s proxy statement, or, if the Company does not file a proxy statement, in the Company’s annual report on Form 10-K filed with the SEC, in accordance with applicable laws, rules, and regulations.

## **Meetings**

The Compensation Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Compensation Committee members) in furtherance of such responsibilities. Meetings of the Compensation Committee shall be called by the Chairman of the Compensation Committee, Chairman of the Board of Directors, or Chief Executive Officer

(the “*CEO*”) of the Company. All such meetings shall be held pursuant to the By-Laws of the Company with regard to notice and waiver thereof, and written minutes of each such meeting shall be duly filed in the Company’s records.

### **Powers and Responsibilities**

The Compensation Committee shall:

- 1) Review, at least annually, the Company’s compensation strategy to ensure that (a) executive officers are rewarded in a manner consistent with such strategy, internal equity considerations, applicable legal and regulatory requirements, and such executive officers’ contributions to the Company’s growth and financial and, to a large extent, competitive market practices within the Company’s industry, and operating performance and (b) the executive compensation strategy supports the Company’s objectives and stockholder interests.
- 2) Review and approve any employment agreement or arrangement to be entered into between the Company and the CEO or any other executive officer.
- 3) Review and approve corporate goals and financial objectives relevant to executive officer compensation (including both base salary and bonus); evaluate the performance of the Company’s executive officers, including the CEO, in light of these goals and objectives; and set the discretionary annual compensation of the CEO and other executive officers based on these evaluations and other factors the Compensation Committee deems to be relevant, including, without limitation, competitive market practices within the Company’s industry and relative total stockholder return. The Compensation Committee shall also review and approve the terms on which any such compensation may be deferred.
- 4) Prepare the annual report on executive compensation referred to under “Purpose” above.
- 5) Make recommendations to the Board of Directors with respect to the amount and manner of payment of cash compensation for non-employee members of the Board of Directors, the terms and awards under any stock-based compensation plan or other program provided for such members of the Board of Directors, and the terms on which any such compensation may be deferred.
- 6) Review and make recommendations to the Board of Directors with respect to the approval, amendment, and termination of the Company’s incentive compensation plans and any equity-based plans subject, where required, to stockholder approval, and administer such plans.

- 7) Approve grants of stock or stock options to individuals eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to individuals who are subject to Section 16 of the Exchange Act). The Compensation Committee may delegate to the CEO the authority, subject to any limitations determined by the Compensation Committee, to grant options to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.
- 8) Review and monitor the administration of the pension and retirement plans of the Company.

#### **Additional Powers and Responsibilities**

The Compensation Committee shall have the authority to engage and obtain advice and assistance from independent or outside legal counsel, accountants, and other advisors as it determines necessary or appropriate to carry out its duties and shall have sole authority to retain and/or terminate a compensation consulting firm. All related fees and expenses of such advisors, as determined by the Compensation Committee, shall be paid promptly by the Company in accordance with its normal business practices.

The Compensation Committee shall, on an annual basis, review and reassess the adequacy of this Charter and conduct an evaluation of the Compensation Committee's own performance during such past year.

The Compensation Committee shall perform such other activities as the Board of Directors may from time to time deem necessary or appropriate.